

ARTICLES OF INCORPORATION

OF

PINE LAKES ESTATES HOMEOWNERS' ASSOCIATION, INC.

The undersigned, by these Articles, associates themselves for the purpose of forming a corporation not for profit under the laws of the State of Florida and certify as follows:

ARTICLE I

NAME AND DEFINITIONS

The name of this corporation shall be PINE LAKES ESTATES HOMEOWNERS' ASSOCIATION, INC. For convenience, the Corporation shall be referred to in this instrument as the "ASSOCIATION", and these Articles of Incorporation as "ARTICLES" and the Bylaws of the Association as "BYLAWS".

ARTICLE II

PURPOSE

The purpose for which this Association is organized is to provide an entity to enforce Deed Restrictions and to take all actions and to perform all other duties deemed necessary to the maintenance, protection, preservation and improvement of PINE LAKES COUNTRY CLUB, PHASE I, as per Plat recorded in Plat Book 38, page 42, Public Records of Lee County, Florida, and all subsequent Phases.

ARTICLE III

MEMBERS

The members of the ASSOCIATION shall consist of all the record owners of lots in PINE LAKES ESTATES, including all Phases. The share of a member in the funds and assets of the ASSOCIATION

cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the lot for which that share is held. A member of the ASSOCIATION will be entitled to one vote for each lot owned by such member. The manner of exercising voting rights shall be determined by the BYLAWS of the ASSOCIATION.

ARTICLE IV

POWERS

The ASSOCIATION shall have all of the common law and statutory powers of a corporation not for profit under the laws of the State of Florida that are not in conflict with the terms of these ARTICLES.

ARTICLE V

DIRECTORS

A. The affairs of the ASSOCIATION should be managed by a Board consisting of the number of Directors determined by the BYLAWS, but not less than three Directors and in the absence of that determination, shall consist of three Directors.

B. All of the duties and powers of the ASSOCIATION existing under these ARTICLES and BYLAWS shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by its members when that is specifically required.

C. Directors of the ASSOCIATION shall be elected at the annual meeting of the members in the manner determined by the BYLAWS. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the BYLAWS.

D. The Directors named in these ARTICLES shall serve until their successors are elected; and any vacancies in their number occurring before the time for the election of their successors shall be filled by the remaining first Directors.

E. The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert D. Brown	Post Office Box 4535 North Fort Myers, FL 33903
Grover C. Brown, Jr.	Post Office Box 4535 North Fort Myers, FL 33903
G. Scott Brown	Post Office Box 4535 North Fort Myers, FL 33903

ARTICLE VI

The affairs of the ASSOCIATION shall be administered by the officers designated by the BYLAWS. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the ASSOCIATION and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Robert D. Brown	P.O. Box 4535 North Fort Myers, FL 33903
Vice-President	Grover C. Brown, Jr.	P.O. Box 4535 North Fort Myers, FL 33903
Secretary- Treasurer	G. Scott Brown	P.O. Box 4535 North Fort Myers, FL 33903

ARTICLE VII

BYLAWS

The first BYLAWS of the ASSOCIATION shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Directors and Members in the manner provided by the BYLAWS.

ARTICLE VIII

AMENDMENTS

Amendments to these ARTICLES OF INCORPORATION shall be proposed and adopted in the manner following:

A. Notice of the subject matter of the proposed Amendments shall be included in the notice of any meeting at which the proposed Amendment is to be considered.

B. A resolution for the adoption of the proposed Amendment may be proposed either by the Board of Directors or by the members of the ASSOCIATION. Directors and members not present in person or by proxy at the meeting considering the Amendment may express their approval in writing, provided the approval is delivered to the Secretary at or prior to the meeting. The approvals must be either:

(1) By not less than 2/3% of the entire members of the Board of Directors and by not less than 2/3% of the votes of the entire membership of the ASSOCIATION; or

(2) By not less than 3/4% of the votes of the entire membership of the ASSOCIATION.

C. Provided, however, that no Amendment shall make any change in the qualifications for membership or in the voting

rights or property rights of members, without approval in writing by all members.

ARTICLE IX

INDEMNIFICATION

Every Director and officer of the ASSOCIATION, and every member of the ASSOCIATION serving the ASSOCIATION at its request, shall be indemnified by the ASSOCIATION against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may be involved by reason of his being or having been a Director or officer of the ASSOCIATION or by reason of his serving or having served the ASSOCIATION at its request, whether or not he is a Director or officer or is serving at the time the expenses or liabilities are incurred; provided that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his own gross negligence or willful conduct. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

ARTICLE X

SUBSCRIBERS

The names and addresses of the subscribers to the ARTICLES OF INCORPORATION are as follows:

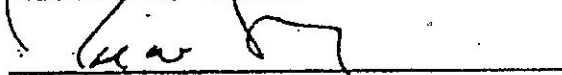
<u>NAME</u>	<u>ADDRESS</u>
Robert D. Brown	P. O. Box 4535 North Fort Myers, FL 33903
Ronald W. Smalley	2100 Second Street Fort Myers, FL 33901

ARTICLE XI

The mailing address of the initial registered office is Post Office Box 4535, North Fort Myers, Florida 33903. The name of the initial registered agent of the Corporation is Robert D. Brown who resides at 5727 Inverness Circle, North Fort Myers, Florida 33903.

IN WITNESS WHEREOF, the persons executing these ARTICLES OF INCORPORATION have caused their hands and seals to be set this 1st day of June, 1987.


Robert D. Brown


Ronald W. Smalley

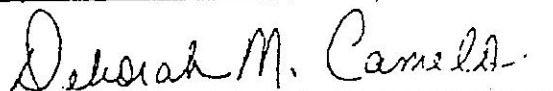
STATE OF FLORIDA)
) S
COUNTY OF LEE)

BEFORE ME personally appeared Robert D. Brown and Ronald W. Smalley, known to me to be the individuals described in and who executed the foregoing, and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 1st day of June, 1987.

My Commission Expires:

Notary Public, State of Florida
My Commission Expires July 24, 1989
Bonded thru Troy Fala - Insurance, Inc.


Notary Public